

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301

WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 1, 2009

27468-D
RECORDATION NO. _____ FILED

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

JUN 01 '09 - 8 0 0 AM

SURFACE TRANSPORTATION BOARD

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment to Security Agreement, dated as of May 15, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 27468-B. The schedule attached to the Amendment is intended to provide, where appropriate, an updated schedule of the current reporting marks and road numbers of certain units of the railroad equipment and any change, where appropriate, in the lessee of such equipment subject to the Security Agreement.

The names and addresses of the parties to the enclosed document are:

Debtor/Assignor: Infinity Rail II, LLC
1355 Peachtree Street
Suite 750 - South Tower
Atlanta, GA 30309

Secured Party/
Assignee: The CIT Group/Equipment Financing, Inc.
30 South Wacker, Suite 3000
Chicago, IL 60606

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A description of the railroad equipment covered by the enclosed document is:

Lease covering 27 covered hopper railcars: IFRX 53739, IFRX 800245 and within the series IFRX 476100 - IFRX 490406 (previously with NAHX reporting marks) as more particularly set forth in the schedule attached to the document).

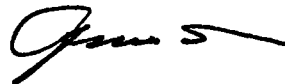
A short summary of the document to appear in the index is:

Memorandum of Amendment to Security Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclos

JUN 01 '09

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT

1. A Memorandum of Security Agreement, dated April 22, 2008, between The CIT Group/Equipment Financing, Inc. ("CIT") and Infinity Rail II, LLC, a Georgia limited liability company ("IR") was recorded with the Surface Transportation Board on April 22, 2008 and given recordation number 27468-B (the "Memorandum"). Said Memorandum was filed pursuant to the Security Agreement identified below, whereby IR granted to CIT, as security for certain obligations of IR to CIT, a security interest in all of IR's right, title, and interest in and to the lease of certain railroad equipment each identified on Schedule 4(a) attached to the Memorandum.

2. "Security Agreement" means the Security Agreement dated as of June 29, 2006, between IR and CIT.

3. The Security Agreement has been updated to provide a description of the lease (as set forth on Schedule I attached hereto) under which the railroad equipment also identified on Schedule I attached hereto is currently subject.

4. The parties wish to show for the public record said update by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the current description of the lease pursuant to which the railroad equipment reflected on Schedule I hereto are subject shall be incorporated by this reference into Schedule 4(a) of the Memorandum.

5. This Memorandum of Amendment to Security Agreement may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

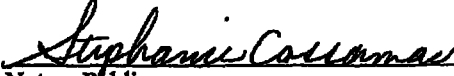
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of May 15, 2009.

INFINITY RAIL II, LLC
By Infinity Asset Management, LLC as Manager

By: 

State of Georgia)
) ss:
County of Fulton)

On May 15, 2009, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail II, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.


Notary Public
My commission expires:

[NOTARIAL SEAL]

Notary Public, DeKalb County, Georgia
My Commission Expires Aug. 2, 2009

[Execution continued on next page; remainder of this page intentionally left blank]

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 

Name: Richard Rossi

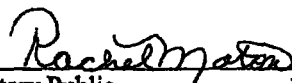
Title: Senior Director

State of Illinois)

) ss:

County of Cook)

On May 15, 2009, personally appeared before me Richard Rossi, to me personally known, who being by me duly sworn, said that he is a Senior Director of The CIT Group/Equipment Financing, Inc., that such instrument was signed on behalf of such corporation by the authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Notary Public

My commission expires:

[NOTARIAL SEAL]



SCHEDULE I

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	AAR Code
Carmeuse NA	February 1, 2008	Covered Hopper	NAHX	53739	IFRX	53739	C113
Carmeuse NA	February 1, 2008	Covered Hopper	NAHX	476100	IFRX	476100	C113
Carmeuse NA	February 1, 2008	Covered Hopper	NAHX	479675	IFRX	479675	C113
Carmeuse NA	February 1, 2008	Covered Hopper	NAHX	480550	IFRX	480550	C113
Carmeuse NA	February 1, 2008	Covered Hopper	NAHX	480561	IFRX	480561	C113
Carmeuse NA	February 1, 2008	Covered Hopper	NAHX	480706	IFRX	480706	C113
Carmeuse NA	February 1, 2008	Covered Hopper	NAHX	480810	IFRX	480810	C113
Carmeuse NA	February 1, 2008	Covered Hopper	NAHX	480835	IFRX	480835	C113
Carmeuse NA	February 1, 2008	Covered Hopper	NAHX	480999	IFRX	480999	C113
Carmeuse NA	February 1, 2008	Covered Hopper	NAHX	481147	IFRX	481147	C113
Carmeuse NA	February 1, 2008	Covered Hopper	NAHX	482132	IFRX	482132	C113
Carmeuse NA	February 1, 2008	Covered Hopper	NAHX	482652	IFRX	482652	C113
Carmeuse NA	February 1, 2008	Covered Hopper	NAHX	483182	IFRX	483182	C113
Carmeuse NA	February 1, 2008	Covered Hopper	NAHX	483224	IFRX	483224	C113
Carmeuse NA	February 1, 2008	Covered Hopper	NAHX	483234	IFRX	483234	C113
Carmeuse NA	February 1, 2008	Covered Hopper	NAHX	483470	IFRX	483470	C113
Carmeuse NA	February 1, 2008	Covered Hopper	NAHX	483510	IFRX	483510	C113
Carmeuse NA	February 1, 2008	Covered Hopper	NAHX	484469	IFRX	484469	C113
Carmeuse NA	February 1, 2008	Covered Hopper	NAHX	484480	IFRX	484480	C113
Carmeuse NA	February 1, 2008	Covered Hopper	NAHX	484483	IFRX	484483	C113
Carmeuse NA	February 1, 2008	Covered Hopper	NAHX	484485	IFRX	484485	C113
Carmeuse NA	February 1, 2008	Covered Hopper	NAHX	485060	IFRX	485060	C113
Carmeuse NA	February 1, 2008	Covered Hopper	NAHX	487365	IFRX	487365	C113
Carmeuse NA	February 1, 2008	Covered Hopper	NAHX	487855	IFRX	487855	C113
Carmeuse NA	February 1, 2008	Covered Hopper	NAHX	488423	IFRX	488423	C113
Carmeuse NA	February 1, 2008	Covered Hopper	NAHX	490406	IFRX	490406	C113
Carmeuse NA	February 1, 2008	Covered Hopper	NAHX	800245	IFRX	800245	C113

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/1/09



Robert W. Alvord